

**EXHIBIT A**

**Form of Order**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
W. R. GRACE & CO., et al., <sup>1</sup>	)	Case No. 01-01139 (KJC)
	)	(Jointly Administered)
Reorganized Debtors.	)	
	)	Re docket no. _____
	)	Hearing Agenda item no. _____

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**ORDER GRANTING THE RELIEF SOUGHT IN REORGANIZED DEBTORS'  
THIRTY-FIFTH OMNIBUS OBJECTION TO CERTAIN STATE TAX CLAIMS  
(SUBSTANTIVE OBJECTION)**

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Upon consideration of the *Thirty-Fifth Omnibus Objection to Certain State Tax Claims (Substantive Objection)* of the above captioned (the "Objection"), seeking entry of an order disallowing and expunging, or reducing and allowing certain State Tax Claims; it appearing that the relief requested is in the best interests of the Reorganized Debtors, their estates, their creditors and other parties-in-interest; the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; notice of the Motion having been adequate and appropriate under the circumstances; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:<sup>2</sup>

1. The Objection is granted in its entirety.
2. The State Tax Claims set forth in Exhibit A-1 hereto are disallowed in their entirety and expunged.

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<sup>1</sup> The Reorganized Debtors comprise W. R. Grace & Co. ("Grace," f/k/a Grace Specialty Chemicals, Inc.) and W. R. Grace & Co.-Conn. ("Grace-Conn.").

<sup>2</sup> Capitalized terms not defined herein shall have the meaning ascribed to them in the Objection.

3. The State Tax Claims set forth in Exhibit A-2 hereto are reduced and allowed in the amounts set forth therein.
4. The Reorganized Debtors are authorized to take all actions that may be necessary to reflect the disallowance or reduction and allowance of the State Tax Claims listed on Exhibits A-1 and A-2, respectively, including but not limited to directing Rust Consulting, Inc., their claims agent, to update the claims register to reflect the claim status and amounts as set forth therein.
5. The Reorganized Debtors are further authorized to take all actions that may be necessary to cause the payment of the reduced amounts set forth in Exhibit A-2, with appropriate Plan Rate interest thereon, calculated through the date of payment, which shall be within fourteen days of the date of this Order.
6. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such motion and the requirements of Fed. R. Bankr. P. 3007(a) and the local rules of the Court are satisfied by such notice.
7. The Court shall retain jurisdiction to hear and determine all matters arising from or relating to the implementation of this Order.

9. This Order shall be effective and enforceable immediately upon entry and its provisions shall be self-executing and shall not be stayed under Fed. R. Bankr. P. 7062, Fed. R. Bankr. P. 9014 or otherwise.

Dated: \_\_\_\_\_, 2015

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Honorable Kevin J. Carey  
United States Bankruptcy Judge